



LU-VE S.p.A.

Registered office in Varese – Via Vittorio Veneto n. 11

Share capital € 62,704,488.80 fully paid-up

Tax Code and Register of Companies of Varese n. 01570130128

Registered with the R.E.A. of Varese at number 191975

**NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS'
MEETING**

Those entitled to vote at the Shareholders' Meeting of LU-VE S.p.A. are called to attend the Ordinary and Extraordinary Shareholders' Meeting on **18 April 2025, at 9:30 a.m.**, at the Marchetti Notary Office in Milan, via Agnello no. 18, in a single call, to resolve on the following

AGENDA

Ordinary Session

1. Approval of the Financial Statements for the year ended 31 December 2024 accompanied by the Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors. Presentation of the Consolidated Financial Statements as at 31 December 2024 and the Consolidated Sustainability Report pursuant to Legislative Decree no. 125/2024. Related and consequent resolutions.
2. Proposal for the allocation of the profit for the year and the distribution of the dividend. Related and consequent resolutions.
3. Annual report on the remuneration policy and compensation paid:
 - 3.1 approval of the "*2025 Remuneration Policy*" contained in Section I, pursuant to art. 123-ter, paragraph 3-bis of Legislative Decree no. 58/98;
 - 3.2 advisory vote on the "*Compensation paid in the 2024 financial year*" reported in Section II, pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/98.
4. Appointment of the independent auditors for the financial years 2026-2034 and determination of the related consideration. Related and consequent resolutions.
5. Assignment of the assignment of certifying the compliance of the Consolidated Sustainability Report for the financial years 2026-2028 pursuant to art. 13, paragraph 2-ter of Legislative Decree no. 39/2010 and determination of the related fee. Related and consequent resolutions.
6. Proposal to authorize the purchase and disposal of treasury shares, subject to revocation of the resolution passed by the Shareholders' Meeting of April 29, 2024. Related and consequent resolutions.

Extraordinary Session

1. Proposal to amend articles 15 and 20 of the Articles of Association on the list of the Board of Directors. Related and consequent resolutions.

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ENTITLEMENT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to Article 83-sexies of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented ("**Legislative Decree no. 58/98**") and the relevant implementing provisions, persons entitled to attend the Shareholders' Meeting and to exercise their voting rights are entitled to vote and in favour of whom the authorised intermediaries have made – within the terms of the law and regulations – the appropriate communication to the Company, in accordance with its accounting records, on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. **9 April 2025**, the so-called "**record date**"). Pursuant to current legislation, those who become holders of shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The communication of the aforementioned intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. by **15 April 2025**). However, the right to attend and vote remains unaffected if the communication is received by the Company after this deadline, provided that it is received before the start of the Shareholders' Meeting.

It should be noted that the communication to the Company is made by the intermediary at the request of the person entitled to vote. Those entitled to vote are required to give instructions to the intermediary who keeps the relevant accounts, so that he or she may make the aforementioned communication to the Company.

ATTENDANCE AND REPRESENTATION AT THE SHAREHOLDERS' MEETING

Pursuant to Article 12 of the Articles of Association and in accordance with the provisions of Article 135-undecies.1 of Legislative Decree No. 58/98, **participation in the Shareholders' Meeting of those who are entitled to vote is allowed exclusively through the representative designated** by the Company pursuant to Article 135-undecies of Legislative Decree no. 58/98, to whom a proxy must be conferred, in the manner and under the conditions indicated below; the aforementioned designated representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of Legislative Decree no. 58/98, notwithstanding art. 135-undecies, paragraph 4, of the same decree.

The Company has designated **Computershare S.p.A.** – with registered office in Milan, via Mascheroni no. 19, 20145 – as the representative of the shareholders designated pursuant to art. 135-undecies, of Legislative Decree no. 58/98 ("**Designated Representative**").

INTERVENTION OF THE ENTITLED PARTIES ALSO BY MEANS OF TELECOMMUNICATIONS

The persons entitled by law to take part in the proceedings of the Shareholders' Meeting (Chairman, Directors, Statutory Auditors, Designated Representative) may participate in the Shareholders' Meeting, as well as at the Company's registered office, also by means of telecommunications that also guarantee their identification, without the need for the Chairman of the Shareholders' Meeting, the secretary and/or the notary public to be in the same place, and without prejudice to, taking into account Maxim no. 187 of the Notarial Council of Milan, the presence of the secretary of the meeting at the place where the Shareholders' Meeting is called. The instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to interested parties.

PARTICIPATION IN THE SHAREHOLDERS' MEETING AND GRANTING OF THE PROXY TO THE APPOINTED REPRESENTATIVE

Pursuant to the aforementioned Article 12 of the Articles of Association and in accordance with the provisions of Article 135-undecies.1 of Legislative Decree no. 58/98, **participation in the Shareholders' Meeting by those who have the right to vote is allowed only through the Designated Representative, without physical participation by the shareholders.**

Those entitled to vote who wish to attend the Shareholders' Meeting must therefore grant the Appointed Representative the proxy – with voting instructions, on all or some of the resolution proposals on the items on the agenda – together with an identity document – and, in the case of a delegating legal person, a document proving the powers for the issuance of the proxy, using the specific proxy/sub-proxy form prepared by the Appointed Representative in agreement with the Company, available on the Company's website at www.luvegroup.com ("*Investor*" – "*Corporate Governance & Shareholders*" – "*For Shareholders*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting 18 April 2025*").

The proxy must be granted by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **16 April 2025**) in the manner indicated in the form and will be effective only for the proposals in relation to which voting instructions have been given. The proxy and voting instructions may be revoked within the same period.

It should be noted that the Appointed Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of Legislative Decree No. 58/98, notwithstanding Article 135-undecies, paragraph 4 of Legislative Decree No. 58/98, using the specific form available on the Company's website at www.luvegroup.com ("*Investor*" section - "*Corporate Governance & Shareholders*" – "*For Shareholders*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting 18 April 2025*"), in the manner and within the terms indicated in the form itself.

It should also be noted that the shares for which the proxy/sub-proxy has been granted, even partial, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to the proposals for which voting instructions have not been given, the shares are not taken into account for the purposes of calculating the majority and the share of capital required for the approval of the resolutions.

The Designated Representative will be available for clarifications or information at 02-46776814 and 02-46776815 or at the e-mail address ufficiomi@computershare.it.

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions. In this case, the Company will promptly inform the public in the same manner as for the publication of this notice.

▪ **VOTING BY CORRESPONDENCE**

It should be noted that there is no vote by correspondence or by electronic means procedures.

▪ **INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS**

It should be noted that, pursuant to Article 126-bis of Legislative Decree no. 58/98, Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of the notice of call of the Shareholders' Meeting (i.e. by **28 March 2025**), the integration of the list of items to be discussed, indicating in the request the additional items proposed by them, or to submit proposals for resolutions on items already on the agenda.

The applications, together with the certification attesting to the ownership of the shareholding, must be submitted in writing by communication sent to the following certified e-mail address:

luve@legalmail.it (for the attention of the *General Counsel*); the applications must be accompanied by the indication of the requesting shareholders, an indication of the percentage held and a reference to the communication sent by the intermediary to the Company for the legitimacy to exercise the right as well as a report that reports the reasons for the proposed resolutions on the new matters proposed to be discussed or the reasons for the further proposals for resolutions presented on items already on the agenda. It should also be noted that additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a project or report other than those referred to in art. 125-ter, paragraph 1, of Legislative Decree no. 58/98 prepared by them. Any additions to the agenda and/or additional resolution proposals submitted on items already on the agenda, together with the report prepared by the Shareholders and any assessments of the Board of Directors, will be made available to the public, in the same manner as this notice, at least fifteen days before the date set for the Shareholders' Meeting (i.e. by **3 April 2025**).

▪ **RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS BEFORE THE SHAREHOLDERS' MEETING**

Taking into account that attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative and that, therefore, the presentation of proposals is not permitted at the Shareholders' Meeting, pursuant to Article 135-undecies.1, paragraph 2 of Legislative Decree no. 58/98, Shareholders and other persons entitled to vote may individually submit resolution proposals on the items on the agenda or proposals whose presentation is otherwise permitted by law, even if they represent less than one-fortieth of the share capital with voting rights. These proposals must be submitted by the fifteenth day prior to the date of the Shareholders' Meeting (i.e. by **3 April 2025**) to the following certified email address: luve@legalmail.it.

The proposals, subject to verification of their relevance to the items on the agenda as well as their correctness and completeness with respect to the applicable regulations, will be published by **4 April 2025** on the Company's website at www.luvegroup.com ("*Investor*" - "*Corporate governance & shareholders*" - "*For shareholders*" section) – "*Shareholders' Meeting*" - "*Shareholders' Meeting 18 April 2025*").

The entitlement to the individual submission of resolution proposals is subject to the receipt by the Company of the communication provided for by Article 83-sexies of Legislative Decree no. 58/98.

▪ **RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING ON ITEMS ON THE AGENDA**

Those entitled to vote may ask questions on the items on the agenda only before the Shareholders' Meeting, by sending them to the following certified e-mail address: luve@legalmail.it, accompanied by appropriate documentation proving the right to exercise the right to vote issued by the authorized intermediaries in accordance with their accounting records.

Pursuant to Article 127-ter of Legislative Decree no. 58/98, applications must be received by the "*record date*" (i.e. by **9 April 2025**). Questions received by the Company within this deadline and in accordance with the procedures indicated above, having verified their relevance to the item on the agenda of the Shareholders' Meeting and the legitimacy of the requester, will be answered by the Company within the minimum deadline provided for by art. 135-undecies.1, paragraph 3 of Legislative Decree no. 58/98 (i.e. by **15 April 2025**) by publication on the Company's website at www.luvegroup.com (section "*Investor*" – "*Corporate governance & shareholders*" – "*For*

shareholders" – "Shareholders' meeting" - "Shareholders' meeting 18 April 2025"), in order to enable those entitled to vote to express themselves consciously on the item on the agenda. The Company may provide a single answer to questions with the same content.

SHARE CAPITAL AND VOTING RIGHTS

Pursuant to Article 125-quarter, paragraph 1, letter c) of Legislative Decree no. 58/98, we hereby inform you that, as of today, the share capital (fully subscribed and paid-in) of LU-VE S.p.A. is equal to Euro **62,704,488.80** divided into no. **22,234,368** ordinary shares, all without par value (it should be noted that there are no categories of shares other than ordinary shares).

Each share gives the right to one vote in the Shareholders' Meeting. Pursuant to art. 127-quinquies of Legislative Decree no. 58/98 and art. 6-bis of the Articles of Association, two votes are, however, attributed for each share belonging to the same shareholder for a continuous period of not less than twenty-four months from the date of registration in the list ("List") specifically established, kept and updated by the Company, as provided for by the Articles of Association (so-called "increased voting rights").

The list of relevant shareholders who have obtained the increased voting rights is available on the Company's website at www.luvegroup.com ("*Investor*" - "*Corporate governance & shareholders*" - "*The group*" – "*Share capital*" – "*Increased voting rights*").

As of today, the LU-VE shares that have accrued the right to increased voting rights pursuant to Article 127-quinquies of Legislative Decree No. 58/98 and Article 6-bis of the Articles of Association are equal to no. 14,123,622; therefore, the total number of voting rights that can be exercised at the Shareholders' Meeting on that date is equal to 36,357,990.

It should also be noted that, as of today, the Company holds 28,027 treasury shares representing 0.1261% of the ordinary share capital and 0.0771% of the share capital with voting rights, the voting of which is suspended pursuant to Article 2357-ter, paragraph 2, of the Italian Civil Code.

■ INFORMATION DOCUMENTATION

The documentation relating to the items on the agenda of the Shareholders' Meeting provided for by the laws, including regulations, in force, will be made available to the public, within the terms of the law and regulations, at the Company's administrative headquarters in Uboldo (VA), via Caduti della Liberazione no. 53 and on the [Company's website www.luvegroup.com](http://www.luvegroup.com) (section "*Investor*" - "*Corporate governance & shareholders*" - "*For shareholders*" – "*Shareholders' Meeting*" - "*Shareholders' Meeting 18 April 2025*") as well as on the authorised storage mechanism called *eMarket Storage* available at the internet address www.emarketstorage.com.

Shareholders and other persons entitled to attend the Shareholders' Meeting have the right to obtain a copy by making a request to the following certified e-mail address: luve@legalmail.it.

In particular, the following will be made available to the public:

- **today:** (i) the Directors' Explanatory Report on the items on the agenda of the ordinary part of the Shareholders' Meeting prepared pursuant to Article 125-ter of Legislative Decree no. 58/98 and Articles 73 and 84-ter of the Issuers' Regulation (including the resolution proposals on items 1, 2, 3.1, 3.2, 4, 5 and 6 on the agenda of the ordinary part of the Shareholders' Meeting, the "*Recommendation of the Board of Statutory Auditors of LU-VE S.P.A. in its capacity as Internal Control and Audit*

Committee for the appointment of the independent auditors for the period 2026-2034" and the "Reasoned proposal of the Board of Statutory Auditors of LU-VE S.p.A. for the assignment of the assignment of the certification of compliance with the consolidated sustainability reporting for the period 2026-2028"), as well as (ii) the Directors' Explanatory Report on the item on the agenda of the extraordinary meeting of the Shareholders' Meeting prepared pursuant to Article 125-ter of Legislative Decree no. 58/98 and Articles 72 and 84-ter of the Issuers' Regulation, including the related resolution proposal;

- on **28 March 2025**: (i) the Annual Integrated Report for the year 2024 (including the Financial Statements and the Consolidated Financial Statements as at 31 December 2024, the Directors' Report on Operations, the Reports of the Board of Statutory Auditors and the Independent Auditors, the certifications of the *Chief Executive Officer* and the Responsible Manager pursuant to Article 154-bis, paragraphs 5 and 5-ter of Legislative Decree no. 58/98, as well as the Consolidated Sustainability Report pursuant to Legislative Decree no. 125/2024), (ii) the Report on Corporate Governance and Ownership Structure for the financial year 2024 as well as (iii) the Report on the 2025 remuneration policy and compensation paid in the financial year 2024 pursuant to Article 123-ter of Legislative Decree no. 58/98;

- on **3 April 2025**, the documentation referred to in Article 77, paragraph 2-bis of the Issuers' Regulation and Article 15, paragraph 1, lett. (a) of the Market Regulation adopted by Consob resolution no. 20249 of 28 December 2017, with the caveat that such documentation will be filed only at the Company's administrative headquarters. Shareholders and other persons entitled to attend the Shareholders' Meeting who intend to access it may request it at the following certified e-mail address: luve@legalmail.it.

The Articles of Association and the Shareholders' Meeting regulations are available on the Company's website at www.luvegroup.com ("*Investor*" - "*Corporate Governance & Shareholders*" - "*Codes of Conduct & Corporate Documents*" - "*Corporate Documents*").

The additional documentation required by the laws, including regulations, in force, including the minutes of the shareholders' meeting, will be published in the manner and within the terms of the law and regulations.

It should be noted that information on the Shareholders' Meeting and participation in the same, also with reference to the provisions of Article 125-quarter of Legislative Decree no. 58/98, is in any case published on the Company's website at the address www.luvegroup.com (section "*Investor*" - "*Corporate governance & shareholders*" - "*For shareholders*" - "*Shareholders' Meeting*" - "*Shareholders' Meeting 18 April 2025*").

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Uboldo (VA), 18 March 2025

For the Board of Directors
The Chairman and Chief Executive Officer

Dr. Matteo Liberali

(Notice published on **18 March 2025** [on the Company's website](http://www.luvegroup.com) www.luvegroup.com, section "*Investor*" - "*Corporate governance & shareholders*" - "*For shareholders*" - "*Shareholders' meeting*" - "*Shareholders' meeting 18 April 2025*", on the authorised storage mechanism *eMarket Storage* www.emarketstorage.com as well as an excerpt in the newspaper "**Il Sole 24 ORE**").